

ILLINOIS-AMERICAN WATER COMPANY,)
AMERICAN WATER WORKS COMPANY, INC.,)
THAMES WATER AQUA US HOLDINGS, INC.,)
and THAMES WATER AQUA HOLDINGS GmBH)
)
Joint Application for Approval of Proposed)
Reorganization and Change in Control of Illinois-)
American Water Company Pursuant to Section)
7-204 of the Illinois Public Utilities Act.)

2007 FEB 23 A 10:42

CHIEF CLERK'S OFFICE
Docket No. 06-0336

**PRE-TRIAL MEMORANDUM AND STATEMENT OF ISSUES
BY THE INTERVENOR VILLAGE OF BOLINGBROOK**

NOW COMES the Intervenor Village of Bolingbrook, by its attorneys Tressler Soderstrom, Maloney & Priess, LLP and, as its pretrial memorandum and statement of issues in this case, states as follows:

1. The Village of Bolingbrook submits that the issues identified by the Illinois Commerce Commission staff in the document styled "Pleading of the Staff of the Illinois Commerce Commission," filed on October 26, 2006, raise serious questions with respect to the proposed reorganization and its potentially adverse effect on Illinois-American Water Company's ratepayers.

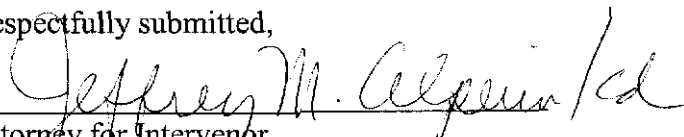
2. The Village of Bolingbrook intends to cross-examine witnesses at the hearing generally with respect to the following issues, among others:

- A. Whether the proposed reorganization will not significantly impair the utility's ability to raise necessary capital on reasonable terms or to maintain a reasonable capital structure;
- B. Whether reorganization is not likely to result in any adverse rate impacts on retail customers;

- C. Whether necessary capital will be available to meet present and future capital requirements of Illinois-American Water Company;
- D. Whether the ratepayers will be responsible for funding the outstanding pension plan liabilities after the reorganization;
- E. Whether sufficient liquidity will be available internally to supply the capital requirements of Illinois-American Water Company; and
- F. Whether the proposed elimination of RWE from the corporate structure is beneficial or detrimental to ratepayers.

The Village of Bolingbrook reserves the right to add additional issues as other testimony is filed, discovery conducted and cross-examination conducted at the hearing.

Respectfully submitted,



Attorney for Intervenor
Village of Bolingbrook

Jeffrey Alperin
George A. Marchetti
TRESSLER, SODERSTROM, MALONEY & PRIESS, LLP
305 West Briarcliff Road
Bolingbrook, Illinois 60440
Telephone No.: (630) 759-0800
Facsimile No.: (630) 759-8504
Bolingbrook114579

**STATE OF ILLINOIS
ILLINOIS COMMERCE COMMISSION**

ILLINOIS-AMERICAN WATER)	
COMPANY, AMERICAN WATER)	
WORKS COMPANY, INC., THAMES)	
WATER AQUA US HOLDINGS, INC., and)	
THAMES WATER AQUA HOLDINGS)	
GmbH)	Docket No. 06-0336
)	
Joint Application for Approval of Proposed)	
Reorganization and Change In Control of)	
Illinois-American Water Company Pursuant)	
To Section 7-204 of the Illinois Public)	
Utilities Act.)	

NOTICE OF FILING

To: See Attached Service List

PLEASE TAKE NOTICE that on February 21, 2007, Jeffrey M. Alperin sent to be filed with Elizabeth A. Rolando, Chief Clerk of the Illinois Commerce Commission, **Pre-Trial Memorandum and Statement of Issues by the Intervenor Village of Bolingbrook**, a copy of which is hereby served upon you.

Dated: February 21, 2007

VILLAGE OF BOLINGBROOK

By: _____

One of Its Attorneys

George Marchetti

Jeffrey M. Alperin

Tressler, Soderstrom, Maloney &

Priess, LLP

233 South Wacker Drive, 22nd Floor

Chicago, Illinois 60606

(312) 627-4000

Fax (312) 627-1717

gmarchetti@tsmp.com

jalperin@tsmp.com

CERTIFICATE OF SERVICE

Jeffrey M. Alperin, an attorney, hereby certifies that he served copies of this Notice of Filing and document(s) referred to herein, on the individuals shown on the attached Service List via electronic mail delivery and also where indicated with an asterisk (*) by hand delivery on February 21, 2007.

By: _____

Jeffrey M. Alperin

Jeffrey M. Alperin

SERVICE LIST

ICC Docket No. – 06-0336

Richard C. Balough
Attorney for Village of Homer Glen
53 W. Jackson Blvd.
Suite 956
Chicago, IL 60604
rbalough@balough.com

Linda M. Buell
Office of General Counsel
Illinois Commerce Commission
527 E. Capitol Avenue
Springfield, IL 62701
lbuell@icc.illinois.gov

Janice A. Dale
Assistant Attorney General
Public Utilities Bureau
100 W. Randolph Street
11th Floor
Chicago, IL 60601
jdale@atg.state.il.us

Laura M. Earl
Attorney at Law
Jones Day
77 W. Wacker
Chicago, IL 60601-1692
lmearl@jonesday.com

Terry L. Gloriod
Illinois-American Water Company
727 Craig Road
St. Louis, MO 63141
terry.gloriod@amwater.com

Susan J. Hedman
Public Utilities Bureau
Office of the Illinois Attorney General
100 W. Randolph Street
11th Floor
Chicago, IL 60601
shedman@atg.state.il.us

Bill Marr
Case Manager
Illinois Commerce Commission
527 E. Capitol Avenue
Springfield, IL 62701
wmarr@icc.illinois.gov

Susan L. Satter
Illinois Attorney General's Office
11th Floor
100 W. Randolph
Chicago, IL 60601
ssatter@atg.state.il.us

Boyd J. Springer
Attorney at Law
Jones Day
77 W. Wacker Drive
Suite 3500
Chicago, IL 60601-1692
bjspringer@jonesday.com

Frederick C. Stavins
City Attorney
City of Champaign
102 N. Neil Street
Champaign, IL 61820
frederick.stavins@ci.champaign.il.us

Albert D. Sturtevant
Attorney at Law
Jones Day
77 W. Wacker
Chicago, IL 60601
adsturtevant@jonesday.com

Mary G. Sullivan
Associate Counsel
Illinois-American Water Company
P. O. Box 24040
100 N. Water Works Drive
Belleville, IL 62223
mary.sullivan@amwater.com

James L. Gitz
City Attorney
City of Urbana
P. O. Box 219
Urbana, IL 61803-0219
jlgitz@city.urbana.il.us

Bonita A. Pearce
Accounting Department
Illinois Commerce Commission
527 E. Capitol Avenue
Springfield, IL 62701
bpearce@icc.illinois.gov

Scott Struck
Case Staff
Illinois Commerce Commission
527 E. Capitol Ave.
Springfield, IL 62701
sstruck@icc.illinois.gov

Sheena Kight
Case Staff
Illinois Commerce Commission
527 E. Capitol Ave.
Springfield, IL 62701
skight@icc.illinois.gov

Mark S. Hegedus
Atty. For UWUA & UWUA Local Nos.
640, 500 & 405
Spiegel & McDiarmid
1333 New Hampshire Ave., NW
Washington, DC 20036
mark.hegedus@spiegelmcid.com

Jeffrey A. Schwarz
Atty. For UWUA & UWUA Local Nos.
640, 500 & 405
Spiegel & McDiarmid
1333 New Hampshire Ave., NW
Washington, DC 20036
jeff.schwarz@spiegelmcid.com

Elaine C. Lippmann
Atty. For UWUA & UWUA Local Nos.
640, 500 & 405
Spiegel & McDiarmid
1333 New Hampshire Ave., NW
Washington, DC 20036
elaine.lippmann@spiegelmcid.com

Scott H. Strauss
Atty. For UWUA & UWUA Local Nos.
640, 500 & 405
Spiegel & McDiarmid
1333 New Hampshire Ave., NW, 2nd Fl.
Washington, DC 20036
scott.strauss@spiegelmcid.com

Frederick L. Ruckman
Illinois-American Water Company
100 N. Water Works Drive
Belleville, IL 62223
frederick.ruckman@amwater.com

Ian Brodsky *
Administrative Law Judge
Illinois Commerce Commission
160 North LaSalle Street
Suite C-800
Chicago, Illinois 60601
ibrodsky@icc.illinois.gov